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NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Tianli International Holdings Limited (the “**Company**”) will be held at Conference Room 4, 3rd Floor, JW Marriott Hotel, 6005 Shennan Boulevard, Futian District, Shenzhen, Guangdong Province, China on Friday, 27 September 2024 at 10 a.m. for the purpose of considering and, if thought fit, passing the following resolution:

ORDINARY RESOLUTION

1. **“THAT:**

the execution of (i) the construction framework agreement dated 17 July 2024 (the “**2024 School Construction Framework Agreement**”) (a copy of which has been produced to the EGM marked “A” and signed by the chairman of the EGM for identification purpose) and (ii) the construction supplemental framework agreement dated 16 August 2024 (the “**2024 School Construction Supplemental Framework Agreement**”) (a copy of which has been produced to the EGM marked “B” and signed by the chairman of the EGM for identification purpose), both entered into between Shenzhou Tianli Education Investment Co., Ltd. (神州天立教育投資有限責任公司) and Sichuan Nanyuan Construction Co., Ltd. (四川南苑建設有限公司) by any director(s) of the Company be and is hereby approved, confirmed and ratified; any director(s) of the Company be and is hereby authorized to sign, execute, perfect and deliver all such documents and to affix the common seal of the Company on any such document as and when necessary and do all such deeds, acts, matters and things as he may in his discretion consider necessary or desirable for the purposes of or in connection with the implementation of the 2024 School Construction Framework Agreement/2024 School Construction Supplemental Framework Agreement and the transactions contemplated thereunder; and the annual caps for each of the three years ending 31 August 2027 for the transactions contemplated under the 2024 School Construction Framework Agreement/2024 School Construction Supplemental Framework Agreement as set out in the circular of the Company dated 6 September 2024 be and are hereby approved.”

SPECIAL RESOLUTION

2. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“THAT:

- (a) the proposed amendments (the **“Proposed Amendments”**) to the second amended and restated memorandum and articles of association of the Company (the **“Existing M&A”**), the details of which are set out in Appendix II to the circular of the Company dated 6 September 2024, be and are hereby approved;
- (b) the third amended and restated memorandum and articles of association of the Company incorporating and consolidating all the Proposed Amendments (the **“New M&A”**), a copy of which has been produced to this meeting and initialled by the chairman of the meeting for the purpose of identification, be and is hereby approved and adopted as the memorandum and articles of association of the Company in substitution for, and to the exclusion of, the Existing M&A with immediate effect; and
- (c) any director or company secretary of the Company be and is hereby authorised to do all such acts and things and execute all such documents, deeds and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the New M&A, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong, respectively.”

By Order of the Board

Tianli International Holdings Limited

LUO Shi

Chairman, Executive Director and Chief Executive Officer

The PRC, 6 September 2024

Notes:

1. For the purpose of determining the identity of the shareholders entitled to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 24 September 2024 to Friday, 27 September 2024, both dates inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 23 September 2024.
2. A member of the Company entitled to attend and vote at the EGM is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
3. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
4. In order to be valid, the form of proxy must be under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorized, and must be deposited with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the EGM.
5. As at the date of this notice, the Board comprises Mr. Luo Shi as chairman and executive Director and Mr. Wang Rui as executive Director, Mr. Zhang Wenzao and Mr. Pan Ping as non-executive Directors and Mr. Liu Kai Yu Kenneth, Mr. Yang Dong and Mr. Cheng Yiqun as independent non-executive Directors.